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AZ CORPORATION COMMISSION  
FILED

DO NOT PUBLISH  
THIS SECTION

1. The company name must contain an ending which may be "limited liability company," "limited company," or the abbreviations "L.L.C.", "L.C.", "LLC" or "LC". If you are the holder or assignee of a trademark or trademark, attach Declaration of Trademark Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be signed by a manager, member or authorized agent.

2. Provide the name of the state or jurisdiction under whose laws your company was formed.

3. Provide the date on which your company organized in the state or jurisdiction under whose laws it was formed.

4. Provide the general character of business you plan to transact in Arizona.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

The agent must consent to the appointment by executing the consent.

FEB 11 2005

R-1181257-3

FILE NO. APPLICATION FOR REGISTRATION  
OF A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is:  
ASARCO LLC
- 1.a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is:  
ASARCO Interim Name LLC (FN)
2. The company is organized under the laws of: Delaware  
(State)
3. The date of the company's formation is: February 4, 2005
4. The purpose of the company or the general character of business it proposes to transact in Arizona is:  
to engage in a mining business.
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:  
National Registered Agents, Inc.  
1850 N. Central Avenue, Suite 1160  
Phoenix, AZ 85004

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, National Registered Agents, Inc., having been designated to act as statutory  
(Print Name)  
agent, hereby consent to act in that capacity until removed or resignation is submitted in  
accordance with the Arizona Revised Statutes.

[Signature] DONALD C. SWELL, Asst. Secy.

National Registered Agents, Inc.  
[If signing on behalf of a company serving as  
statutory agent, print company name here]



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6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6. Management

☐ Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

Name:

☐ member ☐ manager

☐ member ☐ manager

Address:

City, State, Zip:

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated (AZ Const. Art. XIV, §8).

Your fax and phone number is optional.

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principal office of the company, in whatever state or jurisdiction it is located.

☐ member ☐ manager

☐ member ☐ manager

☒ Management of the limited liability company is reserved to the members.  
The names and addresses of each person who is a member are:

ASARCO Incorporated

☒ member

☐ member

2575 East Camelback Road, Suite 500

Phoenix, AZ 85016

☐ member

☐ member

PHONE (602) 977-6507

FAX (602) 977-6706

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized, if required; or, if not required, the address of the principal office of the company is:

2575 Camelback Road, Suite 500, Phoenix, AZ 85016

The application must be signed by a member, manager or duly authorized agent.

Executed this 11th day of February, 2005

See A.R.S. §29-601 et seq. for more info.

LL0005  
Rev. 03/04

D E McAllister  
[Signature]

Douglas E. McAllister

[Print Name]

(Check One) ☐ Member ☐ Manager ☒ Authorized Agent

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Deutsche Bank



Deutsche Bank Trust Company Americas  
Trust & Securities Services  
60 Wall Street, 27th Floor  
New York, NY 10005

February 14, 2005

Arizona Corporation Commission  
1300 West Washington Street  
Phoenix, Arizona 85007

Ladies and Gentleman:

We are now currently involved in a closing that relates to \$71.9 million in tax-exempt bonds, in which the lenders, represented by us, as Trustees, are expecting to close on the assumption of the borrower's obligations by a new entity, Asarco LLC, a Delaware limited liability company, by February 18, 2005.

In order to complete the transaction, the lenders require that Asarco LLC be qualified as a foreign corporation in the State of Arizona. Since this transaction is an integral part of a much larger transaction, it is critical that we receive confirmation of the filing no later than 5:00 pm on February 16, 2005 via fax, to be followed by originals sent by overnight courier.

Accordingly, please provide Jason Blechman, at Milbank Tweed Hadley & McCloy LLP (phone 212-530-5231, fax 212-822-5231), with the confirmation of filing as soon as possible.

Thank you for your attention to this matter.

Very truly yours,

Safet Kalabovic  
Vice President

R-1181257-3  
ASARCO LLC

**WRITTEN CONSENT IN LIEU OF FIRST MEETING  
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of ASARCO LLC, a Delaware limited liability company (the "Company"), hereby consent, pursuant to Section 18-404(d) of the Limited Liability Company Act of the State of Delaware, to the adoption of the resolutions below taking or authorizing the actions specified therein.

On February 4, 2005, the Certificate of Formation of the Company was filed with the Secretary of State of Delaware and the sole member executed the Limited Liability Agreement of ASARCO LLC. It is therefore appropriate for the Board of Directors of the Company to take certain actions relating to the organization of the Company. Accordingly, the following resolutions were unanimously adopted:

Resolution No. 1 - Principal Executive Offices

RESOLVED, that the principal executive offices of this Company is fixed and located at 2575 East Camelback Road, Suite 500, Phoenix, AZ 85016.

Resolution No. 2 - Qualification to do Business

RESOLVED, that for the purpose of authorizing this Company to do business in any state, territory or dependency of the United States of America or any foreign country in which it is necessary or expedient for this Company to transact business, the officers of this Company are authorized and directed to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to execute and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize this Company to transact business therein, and whenever it is expedient for this Company to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocations of appointment or surrenders of authority as may be necessary to terminate the authority of this Company to do business in any such state, territory, dependency

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or country, and that the form of such resolutions, in haec verba, as may be required by the laws of such state, territory, dependency or country to be adopted from time to time to accomplish the foregoing is adopted.

Resolution No. 3 - Organization Expenses

RESOLVED, that the officers of this Company are authorized and empowered to pay and discharge all taxes, fees and other expenses heretofore incurred or to be incurred in connection with the organization of this Company, and to reimburse the officers of this Company and all other persons for all other expenditures heretofore made by them in such connection.

Resolution No. 4 - Appointment of Officers

RESOLVED, that the following persons are appointed to the offices below set opposite their names, to hold office at the pleasure of the Board of Directors until the meeting of the Board of Directors following the next annual meeting of the stockholders of this Company and until their successors shall have been appointed and shall have qualified:

Chairman of the Board	Daniel Tellechea Salido
Chief Executive Officer and President	Daniel Tellechea Salido
Chief Financial Officer, Vice President and Treasurer	Genaro Guerrero Díaz Mercado
Vice President, Commercial	Gary A. Miller
Vice President, Metallurgical Operations	Manuel E. Ramos Rada
General Counsel, Vice President and Secretary	Douglas E. McAllister
Vice President, Environmental Affairs	Thomas L. Aldrich
Vice President, Mining Operations	John D. Low, Jr.
Controller	Oscar González Barrón
Assistant Secretary	Scott Thomas

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Resolution No. 5 - Compensation of Directors and Officers

RESOLVED, that no compensation for the directors and officers of this Company is authorized at the present time, but that the President is authorized and directed to reimburse any of the directors and officers for reasonable expenses incurred by them on behalf of this Company.

Resolution No. 6 - Appointment of Depositary

RESOLVED, that any officer of this Company be, and each of them hereby is, authorized to open from time to time such bank accounts on behalf of and in the name of this Company with such banks or trust companies as they shall determine, the opening of any such bank account to be conclusive evidence of such determination and thereafter to deposit funds of this Company in such bank account, which funds may be withdrawn from time to time upon checks or other instruments or orders for the payment of money when signed by such person or persons as shall be designated from time to time to such bank or trust company by an officer of this Company.

Resolution No. 7 - Fiscal Year

RESOLVED, that the fiscal year of this Company shall commence on January 1 and terminate on December 31 of each year.

Resolution No. 8 - Miscellaneous Matters

RESOLVED, that the officers of this Company be, and each of them hereby is, authorized for and on behalf of this Company to do all such acts and things, to make such disbursements and to sign, seal, execute, acknowledge, file, record and deliver all such papers, instruments, documents and certificates from time to time necessary, desirable or appropriate to be done, performed or recorded in order to effectuate the purpose and intent of the foregoing resolutions.


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IN WITNESS WHEREOF, this consent has been executed by each director on the

date indicated opposite such director's name.

Date of Execution

  
Daniel Tellechea Salido

February 4, 2005

  
Manuel E. Ramos Rada

February 4, 2005

*Delaware*

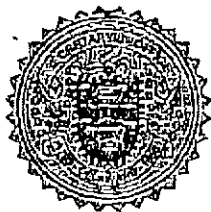
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASARCO LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASARCO LLC" WAS FORMED ON THE FOURTH DAY OF FEBRUARY, A.D. 2005.



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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3679930

DATE: 02-11-05



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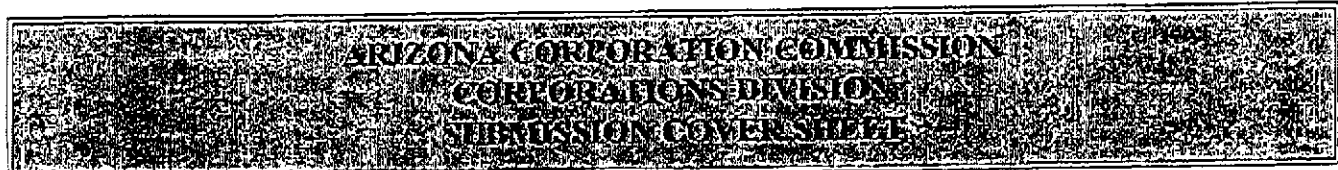
CORPORATIONS DIVISION  
EXPEDITED FILINGS SECTION  
1300 WEST WASHINGTON  
PHOENIX, Arizona 85007-2929

User Id: KATHLEEC  
Invoice No.: 1880944

Check Batch:  
Invoice Date: 02/14/2005  
Date Received: 02/15/2005  
Customer No.: 001232

ATTN: \*PEGGY CALDER  
CAPITOL DOCUMENT SERVICE, INC  
815 N 1ST AVE, STE 4  
P.O. BOX 13461  
PHOENIX AZ 85002-

Quantity	Description	Amount
1	APPLICATION FOR AUTH. R-1181257-3 ASARCO LLC	\$150.00
2	EXPEDITE R-1181257-3 ASARCO LLC	\$70.00
1	CERTIFY DOCUMENTS R-1181257-3 ASARCO LLC	\$10.00
Total Documents: \$		230.00
PAYMENT MOD		\$230.00
Balance Due: \$		0.00
Your Customer Balance is		\$6,169.20



THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): ASARCO INTERIM NAME LLC (FN)

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Please Check or Complete the Appropriate Sections:

- A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document
2. ☐ Domestic (from Arizona) ☒ Foreign (organized in another state or country)
3. ☐ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☒ LLC ☐ Trust ☐ Other
4. Payment ☐ Check # \_\_\_\_\_ ☐ Cash ☒ MOD account # 1232  
 Amount: \$ 185.00 ☐ No fee required ☐ See attached distribution of funds instructions
5. Processing ☒ Expedited (usually 1-3 day turn-around, \$35 Additional Fee Per Document)  
☐ Regular (usually 4-7 week turn-around)

RECEIVED

FEB 11 2005

B. Filing Type: (Check one only)

- ☐ Articles of Domestication  
☐ Articles of Incorporation  
☐ Articles of Organization  
☐ Application to Transact Business(B)  
☐ Application to Conduct Affairs (NP)  
☐ Application for New Authority  
☒ Application for Registration  
☐ Articles of Amendment  
☐ Articles of Amendment & Restatement

- ☐ Publication of \_\_\_\_\_ ARIZONA CORP. COMMISSION  
☐ Articles of Correction CORPORATIONS DIVISION  
☐ Merger of (name): \_\_\_\_\_  
 Into: \_\_\_\_\_  
☐ Other: \_\_\_\_\_

C. Special Instructions: PLEASE CHARGE CERTIFIED COPY AND EXPEDITE FEE TO MOD 1232

D. Extras:

- ☒ Certified Copies- 1 (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) ☒ Expedite Certified Copies (\$35 extra)  
☐ Good Standing Certificate- (Qty. @ \$10 ea.) ☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☐ Mail or ☒ Pick Up or ☐ Fax # (602) 258-5833

The following individual should be called to pick up completed documents:

Name: JUDY MANNING

Phone: (602) 254-4489

Pick-up by: \_\_\_\_\_

Date: \_\_\_\_\_

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: \_\_\_\_\_ Return acknowledgment to: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: Capitol Document Services, Inc.

P.O. Box 13461 Phoenix AZ 85002

City, State, 800/255-4052

CFCVLR  
REV 3/00

1300 WEST WASHINGTON, PHOENIX, ARIZONA 85007-2929 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85711-1347  
 www.cdsc.com - 602-542-3133

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